

**EXHIBIT A**

**CERTIFICATION UNDER GUIDELINES IN SUPPORT OF  
FINAL APPLICATION OF BAKER & MCKENZIE  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
SERVICES RENDERED AS SPECIAL COUNSEL FOR THE DEBTORS  
FOR THE PERIOD JUNE 1, 2009 THROUGH MARCH 29, 2011**

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*Special Counsel to the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re**

**MOTORS LIQUIDATION COMPANY, *et al.*,  
f/k/a General Motors Corp., *et al.***

**Debtors.**

**Chapter 11 Case No.**

**09-50026 (REG)**

**(Jointly Administered)**

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FINAL APPLICATION OF BAKER & MCKENZIE  
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FOR THE PERIOD JUNE 1, 2009 THROUGH MARCH 29, 2011**

I, David F. Heroy, hereby certify that:

1. I am a member with the applicant firm, Baker & McKenzie LLP (“**Baker**”), with responsibility for the jointly administered chapter 11 cases of Motors Liquidation Company, et al. (f/k/a General Motors Corp., et al.) (collectively, the “**Debtors**”), pursuant to Sections 105(a), 331 of the Bankruptcy Code and Local Bankruptcy Rule 2016-1, in respect of compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court (the “**Local Guidelines**”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “**Trustee Guidelines**”)

and the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals (the “**Interim Compensation Order**”, and collectively with the Amended Local Guidelines and **Trustee Guidelines**, the “**Guidelines**”).

2. This certification is made in respect of Baker’s application, dated May 15, 2011 (the “**Final Application**”), for interim compensation and reimbursement of expenses for the period commencing June 1, 2009, through and including March 29, 201.

3. I certify that:

- a. I have read the Final Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines;
- c. the fees and disbursements sought are billed at rates in accordance with those customarily charged by Baker and generally accepted by Baker’s clients; and
- d. in providing a reimbursable service, Baker does not make a profit on that service, whether the service is performed by Baker in-house or through a third party.

4. As required by the Interim Compensation Order, I certify that Baker has complied with these provisions requiring it to provide the Debtors and the Office of the United States Trustee for the Southern District of New York, on a monthly basis, with a statement of Baker’s fees and disbursements accrued during the previous month.

5. I certify that the Debtors and the United States Trustee for the Southern District of

New York are each being provided with a copy of the Application, along with the parties designated in the August 7, 2009 Order of the Court establishing procedures for interim compensation and reimbursement of expenses of professionals.

Dated: May 15, 2011

Respectfully Submitted,

BAKER & MCKENZIE LLP

/s/ David F. Heroy

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